

KENNEDY & MADONNA, LLP

Attorneys at Law

48 DEWITT MILLS ROAD
HURLEY, NEW YORK 12443

ROBERT F. KENNEDY, JR.
KEVIN J. MADONNA

(845) 481-2622
(845) 230-3111 (fax)
kmadonna@kennedymadonna.com

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Via Hand Delivery

Clerk of the Court
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street
New York, New York 10007

Re: ***Knee, et al. v. J.P. Morgan Retirement Plan Services LLC, et al., as related to
Whitley, et al. v. J.P. Morgan Chase & Co., et al., Case No. 1:12-cv-02548-JGK***

Dear Clerk of the Court:

As required per JS44C/SDNY, the civil cover sheet filed with the matter *Knee, et al. v. J.P. Morgan Retirement Plan Services, et al.*, this letter is being submitted at the time of filing in explanation of why this matter should be deemed related to *Whitley, et al. v. J.P. Morgan Chase & Co., et al.*, Case No. 1:12-cv-02548-JGK, and accordingly be assigned to Judge John G. Koeltl.

Knee should be deemed related to *Whitley* because of the similarity of facts and legal issues, as the cases arise from many of the same transactions and events. As a result, the Court will substantially save judicial resources by assigning *Knee* to Judge Koeltl, who currently presides over *Whitley* and is familiar with the facts and legal issues of that case.

Similarity of Facts

Both actions are brought against essentially identical defendants: J.P. Morgan Chase & Co., J.P. Morgan Chase Bank, N.A., J.P. Morgan Investment Management, Inc., a.k.a. J.P. Morgan Asset Management, and J.P. Morgan Retirement Plan Services LLC ("JPM Defendants").¹ The allegations in both actions deal in part with the same managers and management by these JPM Defendants of their stable value funds in which plaintiffs and the plaintiff classes invested through their employer 401(k) plans, during the time period beginning in 2007.

¹ The plaintiffs in *Knee* also bring claims against JPMAC Holdings Inc.

Specifically, in *Knee*, plaintiffs allege that the JPM Defendants put the third-party Stable Value Fund in which plaintiffs were invested out of business by first diverting plan sponsors to JPM funds and then when that third party fund became no longer viable causing the participants and assets to be involuntarily transferred to a JPM managed fund, causing plaintiffs and the proposed plaintiff class to suffer lowered investment yield.

In *Whitley*, plaintiffs allege that the JPM Defendants improperly managed investments held in other JPM Stable Value Funds during the same period. The same JPM managers oversaw and were responsible for the stable value fund investment advice and administration in both *Whitley* and *Knee*, and much of the wrongful conduct was common to the funds involved in both cases.

Similarity of Legal Issues

Plaintiffs in both *Knee* and *Whitley* allege that through the management of their stable value funds, the JPM Defendants engaged in breaches of fiduciary duties and prohibited transactions in violation of ERISA.

Legal issues to be determined in both cases include the following:

- a. whether the JPM Defendants are fiduciaries under ERISA;
- b. whether the JPM Defendants breached their fiduciary duties under ERISA with regard to management of JPM's Stable Value Funds;
- c. whether any of the transactions by the JPM Defendants with regard to the Stable Value Funds were prohibited transactions; and
- d. whether the JPM Defendants' actions injured plan participants and their beneficiaries who had invested in the Stable Value Funds.

* * *

As a result of these largely overlapping facts and legal issues presented in *Knee* and *Whitley*, the Court would substantially save judicial resources by assigning *Knee* to Judge Koeltl who has read the parties' briefs and heard argument on Defendants' Motion to Dismiss in *Whitley* and is familiar with the facts and legal issues of that case. This knowledge can be transferred to *Knee*. For these reasons, we believe that *Knee* should be assigned to Judge Koeltl as a matter related to *Whitley*.

Respectfully submitted,



Kevin J. Madonna
One of the Attorneys for Plaintiffs

cc: The Honorable John G. Koeltl